

RECORDATION NO.

SEP 22 '99

21237-A
11-25AM

21237-A



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone 1 (612) 420-8000
Fax 1 (612) 420-8003
<http://www.capital.bombardier.com>

August 2, 1999

Surface Transportation Board
Attn: Recordation of Railroad Equipment
1925 K. Street NW, Suite 704
Washington, D.C. 20423-0001

Dear Sir or Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two originals of an Amendment dated as of February 17, 1999 to a Lease Memorandum previously recorded with the STB on February 25, 1998 as Recordation No. 21237. This Amendment is a secondary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: NorRail, Inc.
308 - 12th Avenue South
Buffalo, MN 55313
Phone: 612-416-7205

Lessee: Rugby Farmers Union Elevator
c/o Cenex Harvest States Cooperative
P.O. Box 64796 MS 120
St. Paul, MN 55164-0796
Phone: 651-306-6511

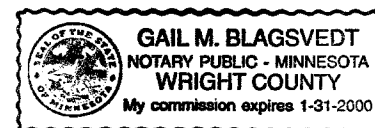
The enclosed Amendment to Memorandum of Railcar Lease Agreement evidences the change of the Railcars which are subject to the Lease. Attached as Exhibit A to the Amendment is a Schedule which describes (by reporting mark and number) the twenty (20) covered hopper railcars which are now subject to the Lease.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad

Bradley C. Gunstad
Vice President & General Counsel
Enclosures



Gail M. Blagsvedt

FORMS/STB

SEP 22 '99

11-25 AM

Amendment No. 1 to Memorandum of Railcar Lease Agreement

THIS AMENDMENT NO. 1 TO MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~November~~ ^{February} 17, 1998 by and between **NorRail, Inc.**, a Minnesota Corporation ("Lessor") **Rugby Farmers Union Elevator**, a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor and Lessee have heretofore entered into a Memorandum of Lease that was recorded with the Surface Transportation Board on February 25, 1998 as Recordation Number 21237.
2. Lessor and Lessee desire to amend the Memorandum of Lease by deleting the Exhibit A attached thereto and by substituting in its place the Exhibit A attached hereto which describes twenty (20) covered hopper railcars.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Amendment to Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: **NorRail, Inc.**

LESSEE: **Rugby Farmers Union Elevator**

By:

L. Lee Struble
L. Lee Struble
Vice President-Sales

Its:

By:

Bradley C. Gunstad
Bradley C. Gunstad
Vice President & General Counsel

Its:

By:

Duane Johnson
Duane Johnson
Manager

Its:

By:

Steve Danielson
Steve Danielson
Asst Manager

Its:

STATE OF MINNESOTA, COUNTY OF RAMSEY, TO WIT:

On this 16 day of February, 1998 before me personally appeared, Duane Johnston and Steve Danielson, to me personally known, who being by me duly sworn, says that they are the Manager and Assistant Manager, respectively of Rugby Farmers Union Elevator, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

DIANE K. LEIER
Notary Public, Pierce Co. N.Dak.
My Commission Expires

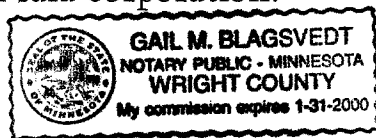
Diane K. Leier
Notary Public

My commission expires: 02-09-2002

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 17th day of February, 1998 before me personally appeared, L. Lee Spuehle and Bradley C. Dunstan, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. General Counsel, respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt
Notary Public

My commission expires: 1-31-2000

EXHIBIT A
To MEMORANDUM OF RAILCAR LEASE AGREEMENT
RUGBY FARMERS UNION ELEVATOR

1. NRLX046045
2. NRLX046046
3. NRLX046066
4. NRLX046067
5. NRLX046126
6. NRLX046181
7. NRLX046205
8. NRLX046212
9. NRLX046270
10. NRLX046311
11. NRLX046370
12. NRLX046378
13. NRLX046379
14. NRLX046391
15. NRLX047028
16. NRLX047033
17. NRLX047034
18. NRLX047275
19. NRLX047276
20. NRLX047277